

RECORDATION NO. 18934-VV FILED

FEB 14 '08 -3 39 PM

SURFACE TRANSPORTATION BOARD

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OF COUNSEL
URBAN A. LESTER

February 14, 2008

Anne K. Quinlan, Esquire
Acting Secretary
Surface Transportation Board
395 E Street, S.W.
Washington, D.C. 20423-0001

GATC Trust No. 94-1

Dear Ms. Quinlan:

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11301(a) are two (2) copies of a Bill of Sale and Partial Release, dated as of January 3, 2008, a secondary document as defined in the Board's Rules for the Recordation of Documents.

The enclosed document relates to documents previously filed with the Commission under Recordation Number 18934.

The names and addresses of the parties to the enclosed document are:

Owner Trustee: U. S. Bank National Association, successor to
State Street Bank and Trust Company
225 Franklin Street
Boston, MA 02101

Indenture Trustee: The Bank of New York Trust Company, N.A.
(successor-in-interest to JPMorgan Trust
Company, N.A., successor in interest to Bank
One, National Association)
One First National Plaza
Chicago, IL 60670

Anne K. Quinlan, Esquire
February 14, 2008
Page 2

A description of the railroad equipment covered by the enclosed document is:

2 railcars RELEASED: GPFX 10496 and GATX 29596.


A short summary of the document to appear in the index is:

Bill of Sale and Partial Release.

Also enclosed is a check in the amount of \$35.00 payable to the order of the Surface Transportation Board covering the required recordation fee.

Kindly return stamped copies of the enclosed document to the undersigned.

Very truly yours,



Robert W. Alvord

RWA/sem
Enclosures

FEB 14 '08

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BILL OF SALE AND PARTIAL RELEASE

SURFACE TRANSPORTATION BOARD

U.S. Bank National Association as successor to State Street Bank and Trust Company, not in its individual capacity, but solely as Trustee under GATC Trust 94-1 (the "Lessor") under an Equipment Lease Agreement (GATC Trust 94-1) dated as of August 9, 1994 (the "Lease") between the Lessor and GATX Corporation, a New York corporation, successor by merger to GATX Financial Corporation, a Delaware company (the "Lessee"), does hereby grant, bargain, sell, transfer, convey, assign and release to the Lessee and its successors and assigns all right, title and interest of the Lessor, in and to the railcars designated as GPFX 010496 and GATX 029596 (the "Units") "as is," "where is," without recourse or warranty other than a warranty against Lessor's Liens as defined in Appendix A to the Lease, and does hereby acknowledge that the lease term under the Lease with respect to the Units and the obligation of the Lessee to pay rent for such Units under the Lease has terminated.

The Bank of New York Trust Company, N.A., successor-in-interest to JPMorgan Trust Company, N.A., successor-in-interest to Bank One, National Association, not in its individual capacity, but solely as Trustee (the "Indenture Trustee") under a Trust Indenture and Security Agreement (GATC Trust 94-1) dated as of August 9, 1994 (the "Indenture") between the Lessor and the Indenture Trustee, hereby terminates, releases and discharges its security interest in the Units under the Indenture and hereby acknowledges that the Units are no longer subject to the Lease.

Dated: January 3, 2008

U.S. Bank National Association as successor to
State Street Bank and Trust Company,
not in its individual capacity, but solely
as Owner Trustee

By: Title: VICE PRESIDENT

The Bank of New York Trust Company, N.A.,
successor-in-interest to JPMorgan Trust Company,
N.A., successor-in-interest to Bank One,
National Association, not in its individual
capacity, but solely as Indenture Trustee

By: _____

Title: _____

BILL OF SALE AND PARTIAL RELEASE

U.S. Bank National Association as successor to State Street Bank and Trust Company, not in its individual capacity, but solely as Trustee under GATC Trust 94-1 (the "Lessor") under an Equipment Lease Agreement (GATC Trust 94-1) dated as of August 9, 1994 (the "Lease") between the Lessor and GATX Corporation, a New York corporation, successor by merger to GATX Financial Corporation, a Delaware company (the "Lessee"), does hereby grant, bargain, sell, transfer, convey, assign and release to the Lessee and its successors and assigns all right, title and interest of the Lessor, in and to the railcars designated as GPFX 010496 and GATX 029596 (the "Units") "as is," "where is," without recourse or warranty other than a warranty against Lessor's Liens as defined in Appendix A to the Lease, and does hereby acknowledge that the lease term under the Lease with respect to the Units and the obligation of the Lessee to pay rent for such Units under the Lease has terminated.

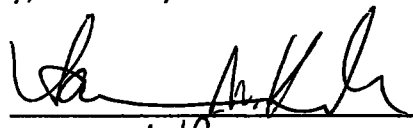
The Bank of New York Trust Company, N.A., successor-in-interest to JPMorgan Trust Company, N.A., successor-in-interest to Bank One, National Association, not in its individual capacity, but solely as Trustee (the "Indenture Trustee") under a Trust Indenture and Security Agreement (GATC Trust 94-1) dated as of August 9, 1994 (the "Indenture") between the Lessor and the Indenture Trustee, hereby terminates, releases and discharges its security interest in the Units under the Indenture and hereby acknowledges that the Units are no longer subject to the Lease.

Dated: January 3, 2008

U.S. Bank National Association as successor to
State Street Bank and Trust Company,
not in its individual capacity, but solely
as Owner Trustee

By: _____
Title: _____

The Bank of New York Trust Company, N.A.,
successor-in-interest to JPMorgan Trust Company,
N.A., successor-in-interest to Bank One,
National Association, not in its individual
capacity, but solely as Indenture Trustee

By:  _____
Title: ATP

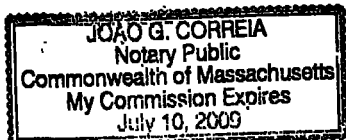
State of Massachusetts)
) SS:
County of Suffolk)

On the 8th day of February, 2008, before me personally appeared ALISON D.B. NADEAU, to me known, who being by me duly sworn, says that (s)he is a VICE PRESIDENT of U.S. Bank National Association as successor to State Street Bank and Trust Company, that said instrument was signed on such date on behalf of said corporation by authority of its Board of Directors, and (s)he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

Joao G. Correia
Notary Public

[Notarial Seal]

My commission expires:



State of Illinois)
) SS:
County of Cook)

On the ___ day of _____, 2008, before me personally appeared _____, to me known, who being by me duly sworn, say that (s)he is a _____ of The Bank of New York Trust Company, N.A., successor-in-interest to JPMorgan Trust Company, N.A., successor-in-interest to Bank One, National Association, that said instrument was signed on such date on behalf of said corporation by authority of its Board of Directors, and (s)he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

Notary Public

[Notarial Seal]

My commission expires:

State of Massachusetts)
) SS:
County of Suffolk)

On the ____ day of _____, 2008, before me personally appeared _____, to me known, who being by me duly sworn, says that (s)he is a _____ of U.S. Bank National Association as successor to State Street Bank and Trust Company, that said instrument was signed on such date on behalf of said corporation by authority of its Board of Directors, and (s)he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

Notary Public

[Notarial Seal]

My commission expires:

State of Illinois)
) SS:
County of Cook)

On the 10th day of January, 2008, before me personally appeared Laurence M. Kusich to me known, who being by me duly sworn, say that (s)he is a AVP of The Bank of New York Trust Company, N.A., successor-in-interest to JPMorgan Trust Company, N.A., successor-in-interest to Bank One, National Association, that said instrument was signed on such date on behalf of said corporation by authority of its Board of Directors, and (s)he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.



T. Mosterd
Notary Public

[Notarial Seal]

My commission expires: 1/22/09